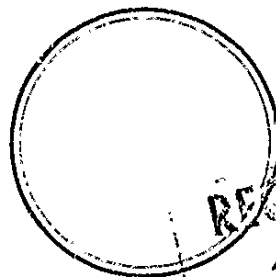


Number of Company

831279 / 1

Form No. 41

THE COMPANIES ACT, 1948



A COMPANIES
REGISTRATION
FEE STAMP

MUST BE
IMRESSED
HERE

16 DEC 1964

Declaration of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2)

Name of
Company

LINCOLN BROTHERS

LIMITED

Presented by

London W.C.2



F. S. MOORE LTD.

Law Stationers & Printers, 33-34 Chancery Lane, London, W.C.2

Telephone: HOLborn 2866

I, Norah Elizabeth Anne Gosling,

of Thorpe Cloud, 8, Orchard Way, Wilmington,
Dartford, Kent

(a) Here insert:
"A Solicitor of the
Supreme Court"
(or in Scotland
a Solicitor) "engaged
in the formation,"

or
"A person named
in the Articles of
Association as a
Director" (whichever
Secretary
is applicable).

Do solemnly and sincerely declare that I am (a) a Person

named in the Articles of Association as a

Director

of

LINGALL BROTHERS
LIMITED,

and that all the requirements of the Companies Act, 1948, in
respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and
I make this solemn Declaration conscientiously believing the
same to be true and by virtue of the provisions of the
"Statutory Declarations Act, 1835."

Reserve for binding

Declared at 24 Lowfield

Street Dartford in the

County of Kent

* the 3rd day of December 19 64

Norah Elizabeth Anne Gosling

Before me,

Harold Howard

A Commissioner for Oaths, (or a Notary Public or
Justice of the Peace.)

* This Declaration must not be made until the Memorandum and Articles of Association
and Form 25 (Statement of Nominal Capital) have been signed and dated.

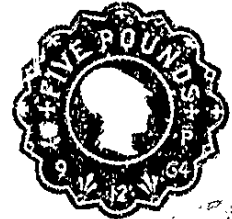
831279 / 2

Number of Company

Form No. 25

THE STAMP ACT 1891
(54 & 55 Vict., Ch. 39)

COMPANY LIMITED BY SHARES



Statement of the Nominal Capital

OF

LINGALL BROTHERS

LIMITED



Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933

NOTE:- The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100

Presented by



F. S. MOORE LTD.
Law Stationers & Printers, 33-34 Chancery Lane, London, W.C.2
Telephone: HOLborn 2866

THE NOMINAL CAPITAL

OF

LINGALL BROTHERS
LIMITED

is £ 1,00

, divided into

1,000

Shares of

One Pound

each.

Signature



(State whether Director,
Manager or Secretary)

Director.

Dated the

3rd

day of

DECEMBER

1964

Reserve for binding



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

831279 / 3

Memorandum of Association

OF

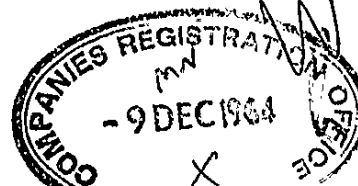
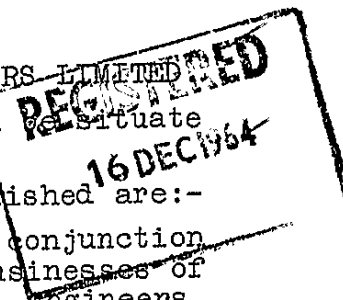
Lingall Brothers Limited.

1. The name of the Company is LINGALL BROTHERS LIMITED.
2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(A) To carry on either separately or in conjunction with one another all or any of the businesses of general engineers, constructional engineers, mechanical engineers, agricultural engineers, motor engineers, coach builders, body builders, marine engineers, aeronautical engineers, and general electrical installation contractors, oil fuel engineers, ironmasters, ironfounders, ironworkers, steelmakers, blast furnace proprietors, brassfounders, metal makers, refiners and workers, metal stampers, spinners, turners, sheet metal workers, copper smiths, tinsmiths, ore importers, and workers, sand-blast workers, millwrights, mill furnishers, wheelwrights, gear cutters, wood and timber merchants, joiners, woodworkers, furniture manufacturers, upholsterers, galvanizers, machinists, japanners, annealers, electric and gas welders, enamellers, electro and chromium platers, polishers, machinery and metal merchants, scrap iron merchants, builders and contractors, painters, decorators, brick and tile manufacturers, cement and asbestos manufacturers, warehousemen, storage contractors, proprietors of garages and service stations, oil merchants and contractors generally.

(B) To carry on business as manufacturers, repairers and dealers of and in machines and machinery generally, machine and other tools, springs, forgings, castings, tanks, plates, boilers, engines, stoves, screws, nails, presses, implements, scientific and other instruments, gears, motor cycles, motor cars, motor lorries, caravans, trailers, omnibuses, coaches, tramcars, locomotives, railway carriages, trucks and other vehicles, ships, boats, aeroplanes and other aircraft, electrical plant, appliances and equipment, metal goods of every description, ironmongery, hardware and wireless goods.



(2)

- (C) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (D) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (E) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (F) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (G) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on

or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (H) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (I) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (J) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (K) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (L) To lend money to persons or companies on such terms as may seem expedient and in

(14)

particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.

- (M) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (N) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (O) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (P) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (Q) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (R) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

- (S) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (T) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (U) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (V) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (X) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited.
5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each.
6. The shares of the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights, privileges or restrictions, whether in regard to dividends, voting, return of capital or otherwise as the Company may from time to time determine. Subject to Section 72 of the Companies Act of 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated, or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber. (In Words)
<i>Norah Elizabeth Anne Goshy</i> <i>Secretary.</i> <i>Thorpe Road, Orchard Way,</i> <i>Wilmington, Kent.</i>	<i>One</i>
<i>George Thomas Gooling</i> <i>Engineer</i> <i>Thorpe Road Orchard Way</i> <i>Wilmington, Kent.</i>	<i>One</i>

DATED this *3rd* day of *December* 1967.

WITNESS to the above Signatures :-

Jan R Green
Chartered Accountant
1 Dunsford Rd
Eastford Kent

831279 / 4



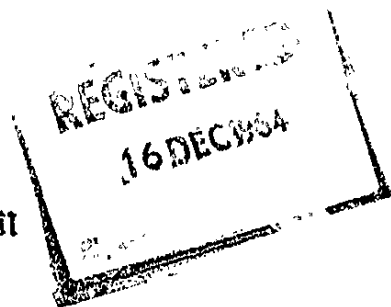
THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

Lingall Brothers Limited.



PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. The Clauses of Part I of Table A numbered 3, 24, 40 to 43 inclusive, 53, 75, 77, 84(2), 88, 95, 99, 100, 106 and 118 shall not apply to the Company and in lieu thereof and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

SHARES

2. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each.

3. Subject to the provisions of Section 58 of the Act, any Preference Shares may, with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

4. Subject to the provisions of any agreement binding on the Company, and in case of shares other than those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the

(c)

same, the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms as the Directors think fit.

5. The lien conferred by Clause 11 of Part I of Table A shall extend to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

BORROWING POWERS

6. The Directors may exercise all the powers conferred upon them by Clause 79 of Part I of Table A without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that Clause shall not apply.

NOTICES OF MEETINGS

7. In any notice calling a meeting of the Company or of any class of members of the Company there shall appear with reasonable prominence the statement with regard to proxies required by Section 136(2) of the Act.

PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and paragraphs (b) (c) and (d) of Clause 58 of Part I of Table A shall be modified accordingly.

DIRECTORS

9. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not exceeding five.

10. George Thomas Gosling and Mrs. Norah Elizabeth Anne Gosling shall be the first Directors of the Company. The said George Thomas Gosling and Mrs. Norah Elizabeth Anne Gosling shall be permanent Directors of the Company and shall be entitled to hold such office as long as they shall live, subject to Clause 13 hereof and to Clause 96 of Part I of Table A, and shall not be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

10a. The qualification of a Director shall be the holding of at least 100 Ordinary shares in the Company.

11. No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

12. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Subject to Clause 13 hereof and to Clause 96 of Part I of Table A a Director may be appointed under this Clause to hold office for life or any other period or upon such terms as to the rotation of his retirement as the Directors shall at the time of his appointment determine. A Director appointed to hold office for life or any other fixed period shall not during that period be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall be vacated :-

- (A) If he becomes bankrupt or insolvent or compounds with his creditors;
- (B) If he becomes of unsound mind or is found a lunatic;
- (C) If he ceases to hold any necessary Share qualification or does not obtain the same within one calendar month from the date of his appointment;
- (D) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act;
- (E) If he resigns his office by notice in writing to the Company.

14. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

PROCEEDINGS OF DIRECTORS

15. The quorum necessary for the transaction of the business of the Directors may be fixed by the

Directors, and until so fixed, shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.

16. A resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted.

ALTERNATE DIRECTORS

17. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification share and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

DIVIDENDS

18. Subject to any special rights attaching to any class of shares, dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall for this purpose be treated as paid on the share.

NOTICES

19. The persons mentioned in paragraph (b) of Clause 134 of Part I of Table A (being the persons on whom the ownership of a share devolves as personal representative or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

Names, Addresses and Descriptions of Subscribers.

Noah Elizabeth Anne Ashy
Secretary
Thorpel Road, Orchard Way,
Wilmington, Kent.

George Thomas Gooling
Engineer
Thorpel Road Orchard Way
Wilmington, Kent.

DATED this 3rd day of December, 1964

WITNESS to the above Signatures :-

Gas L Green
Chartered Accountant
1 Insane Rd
Dartford.
Kent.

C. 173

DUPLICATE FOR THE FILE

No. 831279



Certificate of Incorporation

I Hereby Certify that

LINGALL BROTHERS LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this SIXTEENTH DAY OF DECEMBER

ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

L.S. Whitfield

Assistant Registrar of Companies.

Certificate
received by

Shimbe

Date

16-12-64